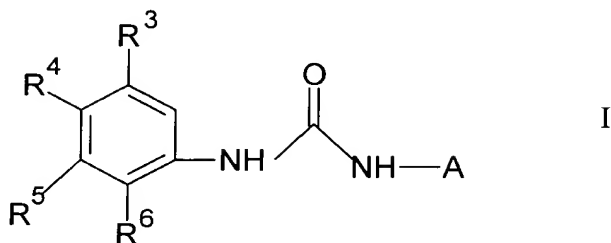


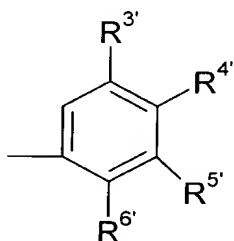
This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

1. (Currently Amended) A compound of formula I:



wherein A is



R<sup>3</sup>, R<sup>4</sup>, R<sup>5</sup> and R<sup>6</sup> are each, independently, H, halogen, NO<sub>2</sub>,  
C<sub>1-10</sub>- alkyl, optionally substituted by halogen up to perhaloalkyl,  
C<sub>1-10</sub>-alkoxy, optionally substituted by halogen up to perhaloalkoxy,  
C<sub>1-10</sub>- alkanoyl, optionally substituted by halogen up to perhaloalkanoyl,  
C<sub>6-12</sub> aryl, optionally substituted by C<sub>1-10</sub> alkyl or C<sub>1-10</sub> alkoxy, or  
C<sub>5-12</sub> hetaryl, optionally substituted by C<sub>1-10</sub> alkyl or C<sub>1-10</sub> alkoxy,  
and either

one of  $R^3$ ,  $R^4$ , and  $R^5$  ~~and~~  $R^6$  is  $-M-L^1$ ; or

two adjacent of  $R^3$ ,  $R^4$ ,  $R^5$  and  $R^6$  together are an aryl or hetaryl ring with 5-12 atoms, optionally substituted by  $C_{1-10}$ -alkyl, , halo-substituted  $C_{1-10}$ -alkyl up to perhaloalkyl,  $C_{1-10}$ -alkoxy, halo-substituted  $C_{1-10}$ -alkoxy up to perhaloalkoxy,  $C_{3-10}$ -cycloalkyl,  $C_{2-10}$ -alkenyl,  $C_{1-10}$ -alkanoyl,  $C_{6-12}$ -aryl,  $C_{5-12}$ -hetaryl;  $C_{6-12}$ -aralkyl,  $C_{6-12}$ -alkaryl, halogen;  $NR^1R^1$ ;  $-NO_2$ ;  $-CF_3$ ;  $-COOR^1$ ;  $-NHCOR^1$ ;  $-CN$ ;  $-CONR^1R^1$ ;  $-SO_2R^2$ ;  $-SOR^2$ ;  $-SR^2$ ;

in which

$R^1$  is H or  $C_{1-10}$ -alkyl, optionally substituted by halogen up to perhaloalkyl and

$R^2$  is  $C_{1-10}$ -alkyl, optionally substituted by halogen, up to perhaloalkyl,

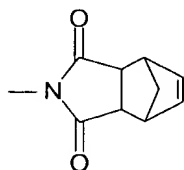
$R^{3'}$ ,  $R^{4'}$ ,  $R^{5'}$  and  $R^{6'}$  are independently H, halogen,

$C_1 - C_{10}$  alkyl, optionally substituted by halogen up to perhaloalkyl,

$C_1 - C_{10}$  alkoxy optionally substituted by halogen up to perhaloalkoxy or two adjacent of  $R^{3'}$ ,  $R^{4'}$ ,  $R^{5'}$  and  $R^{6'}$ , together with the base phenyl, form a naphthyl group, optionally substituted by halogen up to perhalo,  $C_{1-10}$  alkyl,  $C_{1-10}$  alkoxy,  $C_{3-10}$  cycloalkyl,  $C_{2-10}$  alkenyl,  $C_{1-10}$  alkanoyl,  $C_{6-12}$  aryl,  $C_{5-12}$  hetaryl or  $C_{6-12}$  aralkyl;

M is  $-CH_2-$ ,  $-S-$ ,  $-N(CH_3)-$ ,  $-NHC(O)-$   $-CH_2-S-$ ,  $-S-CH_2-$ ,  $-C(O)-$ , or  $-O-$ ; and

$L^1$  is phenyl, substituted by  $C_{1-10}$ -alkoxy, OH,  $-SCH_3$ , or by



pyridyl, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH,  $-SCH_3$ , or  $NO_2$ ,

naphthyl, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH,  $-SCH_3$  or  $NO_2$ ,

pyridone, optionally substituted by  $C_{1-10}$ -alkyl,  $C_{1-10}$ -alkoxy, halogen, OH,  $-SCH_3$  or  $NO_2$ ,

pyrazine, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>,

pyrimidine, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>,

benzodioxane, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>,

benzopyridine, optionally substituted by C<sub>1-10</sub>-alkyl, one C<sub>1-10</sub>-alkoxy, halogen, -OH, -SCH<sub>3</sub> or NO<sub>2</sub>,

or

benzothiazole, optionally substituted by, C<sub>1-10</sub> alkyl C<sub>1-10</sub> alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>,  
and wherein the compound of formula I has a pK<sub>a</sub> greater than 10,

or a pharmaceutically acceptable salt thereof.

2. (Cancelled)

3. (Previously Presented) A compound according to claim 1, wherein

R<sup>3</sup> is H, halogen or C<sub>1-10</sub>- alkyl, optionally substituted by halogen, up to perhaloalkyl;

R<sup>4</sup> is H, halogen or NO<sub>2</sub>;

R<sup>5</sup> is H, halogen or C<sub>1-10</sub>- alkyl;

R<sup>6</sup> is H, C<sub>1-10</sub>- alkoxy, thiophene, pyrole or methyl substituted pyrole,

R<sup>3'</sup> is H, halogen, C<sub>4-10</sub>-alkyl, or CF<sub>3</sub> and

R<sup>6'</sup> is H, halogen, CH<sub>3</sub>, CF<sub>3</sub> or -OCH<sub>3</sub>.

4. (Previously Presented) A compound according to claim 1, wherein

R<sup>3'</sup> is C<sub>4-10</sub>-alkyl, Cl, F or CF<sub>3</sub>;  
R<sup>4'</sup> is H, Cl or F ;  
R<sup>5'</sup> is H, Cl, F or C<sub>4-10</sub>-alkyl; and  
R<sup>6'</sup> is H or OCH<sub>3</sub>.

5. (Previously Presented) A compound according to claim 4, wherein R<sup>3'</sup> or R<sup>5'</sup> is t-butyl.

6. (Previously Presented) A compound according to claim 1, wherein M is –CH<sub>2</sub>–, –N(CH<sub>3</sub>)– or –NHC(O)–.

7. (Previously Presented) A compound according to claim 6, wherein L<sup>1</sup> is phenyl or pyridyl.

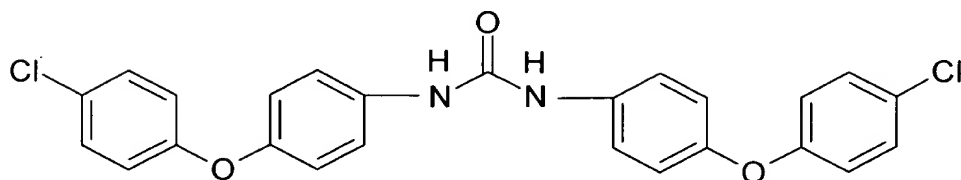
8. (Previously Presented) A compound according to claim 1, wherein M is –O–.

9. (Previously Presented) A compound according to claim 8, wherein L<sup>1</sup> is phenyl, pyridyl, pyridone or benzothiazole.

10. (Previously Presented) A compound according to claim 1, wherein M is –S–.

11. (Previously Presented) A compound according to claim 10, wherein L<sup>1</sup> is phenyl or pyridyl.

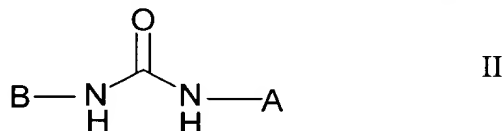
12. (Previously Presented) A compound of the formula



13. (Original) A pharmaceutical composition comprising a compound of claim 1, and a physiologically acceptable carrier.

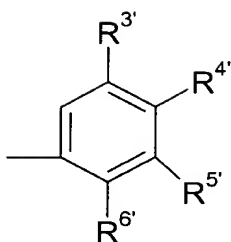
14. (Original) A pharmaceutical composition comprising a compound of claim 12, and a physiologically acceptable carrier.

15. (Previously Presented) A method for the treatment of a cancerous cell growth mediated by raf kinase, comprising administering a compound of formula II:



or a pharmaceutically acceptable salt thereof wherein

A is



B is a substituted or unsubstituted, up to bicyclic aryl or heteroaryl moiety of up to 12 carbon atoms with at least one 6-member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is substituted it is substituted by one or more substituents selected from the group consisting of halogen, up to per-halo, and  $W_n$ , wherein n is 0-3 and each W is independently selected from the group consisting of  $-CN$ ,  $-CO_2R^7$ ,  $-C(O)NR^7R^7$ ,  $-C(O)R^7$ ,  $-NO_2$ ,  $-OR^7$ ,  $-SR^7$ ,  $-NR^7R^7$ ,  $-NR^7C(O)OR^7$ ,  $-NR^7C(O)R^7$ ,  $C_1$ - $C_{10}$  alkyl,  $C_2$ - $C_{10}$  alkenyl,  $C_1$ - $C_{10}$  alkenoyl,  $C_1$ - $C_{10}$  alkoxy,  $C_3$ - $C_{10}$  cycloalkyl,  $C_6$ - $C_{14}$  aryl, optionally substituted with halogen,  $C_1$ - $C_{10}$  alkyl, or  $C_1$ - $C_{10}$  alkoxy;  $C_7$ - $C_{24}$  alkaryl, optionally substituted with halogen,  $C_1$ - $C_{10}$  alkyl, or  $C_1$ - $C_{10}$  alkoxy;  $C_3$ - $C_{13}$  heteroaryl, optionally substituted with halogen,  $C_1$ - $C_{10}$  alkyl, or  $C_1$ - $C_{10}$  alkoxy;  $C_4$ - $C_{23}$  alkheteroaryl, optionally substituted with halogen,  $C_1$ - $C_{10}$  alkyl, or  $C_1$ - $C_{10}$  alkoxy; substituted  $C_1$ - $C_{10}$  alkyl, substituted  $C_2$ - $C_{10}$  alkenyl, substituted  $C_2$ - $C_{10}$  alkenoyl, substituted  $C_1$ - $C_{10}$  alkoxy, substituted  $C_3$ - $C_{10}$  cycloalkyl, substituted  $C_4$ - $C_{23}$  alkheteroaryl and  $-M-L^1$ ;

wherein if W is a substituted group which does not contain aryl or hetaryl moieties, it is substituted by one or more substituents independently selected from the group consisting of  $-CN$ ,  $-CO_2R^7$ ,  $-C(O)R^7$ ,  $-C(O)NR^7R^7$ ,  $-OR^7$ ,  $-SR^7$ ,  $-NR^7R^7$ ,  $NO_2$ ,  $-NR^7C(O)R^7$ ,  $-NR^7C(O)OR^7$  and halogen up to per-halo;

wherein each  $R^7$  is independently selected from H,  $C_1$ - $C_{10}$  alkyl,  $C_2$ - $C_{10}$  alkenyl,  $C_3$ - $C_{10}$  cycloalkyl,  $C_6$ - $C_{14}$  aryl,  $C_3$ - $C_{13}$  hetaryl,  $C_7$ - $C_{24}$  alkaryl,  $C_4$ - $C_{23}$  alkheteroaryl, up to per-halosubstituted  $C_1$ - $C_{10}$  alkyl, up to per-halo substituted  $C_2$ - $C_{10}$  alkenyl, up to per-halosubstituted  $C_3$ - $C_{10}$  cycloalkyl, up to per-halosubstituted  $C_6$ - $C_{14}$  aryl and up to per-halosubstituted  $C_3$ - $C_{13}$  hetaryl,

wherein M is  $-O-$ ,  $-S-$ ,  $-N(R^7)-$ ,  $-(CH_2)_m-$ ,  $-C(O)-$ ,  $-CH(OH)-$ ,  $-(CH_2)_mO-$ ,  $-NR^7C(O)NR^7R^7-$ ,  $-NR^7C(O)-$ ,  $-C(O)NR^7-$ ,  $-(CH_2)_mS-$ ,  $-(CH_2)_mN(R^7)-$ ,  $-O(CH_2)_m-$ ,

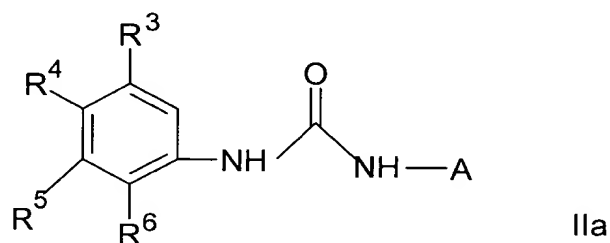
$-\text{CHX}^a$ ,  $-\text{CX}^a_2$ -,  $-\text{S}-(\text{CH}_2)_m$ - and  $-\text{N}(\text{R}^7)(\text{CH}_2)_m$ -,

$m = 1-3$ , and  $\text{X}^a$  is halogen; and

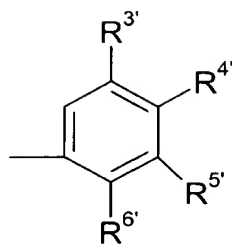
$\text{L}^1$  is a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur, which is unsubstituted or substituted by halogen up to per-halo and optionally substituted by  $\text{Z}_{n1}$ , wherein  $n_1$  is 0 to 3 and each Z is independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^7$ ,  $-\text{C}(\text{O})\text{NR}^7\text{R}^7$ ,  $-\text{C}(\text{O})-\text{NR}^7$ ,  $-\text{NO}_2$ ,  $-\text{OR}^7$ ,  $-\text{SR}^7$ ,  $-\text{NR}^7\text{R}^7$ ,  $-\text{NR}^7\text{C}(\text{O})\text{OR}^7$ ,  $-\text{C}(\text{O})\text{R}^7$ ,  $-\text{NR}^7\text{C}(\text{O})\text{R}^7$ ,  $\text{C}_1$ - $\text{C}_{10}$  alkyl,  $\text{C}_3$ - $\text{C}_{10}$  cycloalkyl,  $\text{C}_6$ - $\text{C}_{14}$  aryl,  $\text{C}_3$ - $\text{C}_{13}$  hetaryl,  $\text{C}_7$ - $\text{C}_{24}$  alkaryl,  $\text{C}_4$ - $\text{C}_{23}$  alkheteroaryl, substituted  $\text{C}_1$ - $\text{C}_{10}$  alkyl, substituted  $\text{C}_3$ - $\text{C}_{10}$  cycloalkyl, substituted  $\text{C}_7$ - $\text{C}_{24}$  alkaryl and substituted  $\text{C}_4$ - $\text{C}_{23}$  alkheteroaryl; wherein the one or more substituents of Z is selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^7$ ,  $-\text{C}(\text{O})\text{NR}^7\text{R}^7$ ,  $-\text{OR}^7$ ,  $-\text{SR}^7$ ,  $-\text{NO}_2$ ,  $-\text{NR}^7\text{R}^7$ ,  $-\text{NR}^7\text{C}(\text{O})\text{R}^7$  and  $-\text{NR}^7\text{C}(\text{O})\text{OR}^7$ ,

wherein  $\text{R}^{3'}$ ,  $\text{R}^{4'}$ ,  $\text{R}^{5'}$  and  $\text{R}^{6'}$  are each independently H, halogen,  $\text{C}_{1-10}$ -alkyl, optionally substituted by halogen up to perhaloalkyl,  $\text{C}_1$  - $\text{C}_{10}$  alkoxy, optionally substituted by halogen up to perhaloalkoxy or two adjacent of  $\text{R}^{3'}$ ,  $\text{R}^{4'}$ ,  $\text{R}^{5'}$  and  $\text{R}^{6'}$  together with the base phenyl, form a naphthyl group, optionally substituted by halogen up to perhalo,  $\text{C}_{1-10}$  alkyl,  $\text{C}_{1-10}$  alkoxy,  $\text{C}_{3-10}$  cycloalkyl,  $\text{C}_{2-10}$  alkenyl,  $\text{C}_{1-10}$  alkanoyl,  $\text{C}_{6-12}$  aryl,  $\text{C}_{5-12}$  hetaryl or  $\text{C}_{6-12}$  aralkyl.

16. (Previously Presented) A method for the treatment of a cancerous cell growth mediated by raf kinase, comprising administering a compound of formula IIa:



wherein A is



$R^3$ ,  $R^4$ ,  $R^5$  and  $R^6$  are each independently H, halogen,  $\text{NO}_2$ ,

$\text{C}_{1-10}$ -alkyl, optionally substituted by halogen up to perhaloalkyl,

$\text{C}_{1-10}$ -alkoxy, optionally substituted by halogen up to perhaloalkoxy,

$\text{C}_{1-10}$ -alkanoyl, optionally substituted by halogen up to perhaloalkanoyl,

$\text{C}_{6-12}$  aryl, optionally substituted by  $\text{C}_{1-10}$  alkyl or  $\text{C}_{1-10}$  alkoxy, or

$\text{C}_{5-12}$  hetaryl, optionally substituted by  $\text{C}_{1-10}$  alkyl or  $\text{C}_{1-10}$  alkoxy,

and either

one of  $R^3$ ,  $R^4$ ,  $R^5$  and  $R^6$  is  $-\text{M}-\text{L}^1$ ; or

two adjacent of  $R^3$ ,  $R^4$ ,  $R^5$  and  $R^6$  together are an aryl or hetaryl ring with 5-12 atoms, optionally substituted by  $\text{C}_{1-10}$ -alkyl, halo-substituted  $\text{C}_{1-10}$ -alkyl up to perhaloalkyl,  $\text{C}_{1-10}$ -alkoxy, halo-substituted  $\text{C}_{1-10}$ -alkoxy up to perhaloalkoxy,  $\text{C}_{3-10}$ -cycloalkyl,  $\text{C}_{2-10}$ -alkenyl,  $\text{C}_{1-10}$ -alkanoyl;  $\text{C}_{6-12}$ -aryl,  $\text{C}_{5-12}$ -hetaryl,  $\text{C}_{6-12}$ -alkaryl, halogen;  $-\text{NR}^1\text{R}^1$ ;  $-\text{NO}_2$ ;  $-\text{CF}_3$ ;  $-\text{COOR}^1$ ;  $-\text{NHCOR}^1$ ;  $-\text{CN}$ ;  $-\text{CONR}^1\text{R}^1$ ;  $-\text{SO}_2\text{R}^2$ ;  $-\text{SOR}^2$ ;  $-\text{SR}^2$ ;

in which

$\text{R}^1$  is H or  $\text{C}_{1-10}$ -alkyl, optionally substituted by halogen, up to perhalo and

$\text{R}^2$  is  $\text{C}_{1-10}$ -alkyl, optionally substituted by halogen,

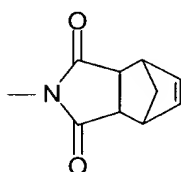
$\text{R}^3$ ,  $\text{R}^4$ ,  $\text{R}^5$  and  $\text{R}^6$  are independently H, halogen,  $\text{C}_1 - \text{C}_{10}$  alkyl, optionally substituted by halogen up to perhaloalkyl,  $\text{C}_1 - \text{C}_{10}$  alkoxy optionally substituted by halogen up to perhaloalkoxy or two adjacent of  $\text{R}^3$ ,  $\text{R}^4$ ,  $\text{R}^5$  and  $\text{R}^6$ , together with the base phenyl,



form a naphthyl group optionally substituted by halogen up to perhalo, C<sub>1-10</sub> alkyl, C<sub>1-10</sub> alkoxy, C<sub>3-10</sub> cycloalkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkanoyl, C<sub>6-12</sub> aryl, C<sub>5-12</sub> hetaryl or C<sub>6-12</sub> aralkyl, halogen up to perhalo;

M is -CH<sub>2</sub>-, -S-, -N(CH<sub>3</sub>)-, -NHC(O)- -CH<sub>2</sub>-S-, -S-CH<sub>2</sub>-, -C(O)-, or -O-; and

L<sup>1</sup> is phenyl, pyridyl, naphthyl, pyridone, pyrazine, pyrimidine, benzodioxane, benzopyridine or benzothiazole, each optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH, -SCH<sub>3</sub>, NO<sub>2</sub> or, where Y is phenyl, by



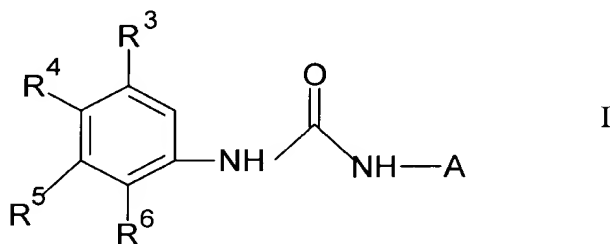
or a pharmaceutically acceptable salt thereof.

17. (Previously Presented) A method according to claim 16, wherein
- R<sup>3</sup> is halogen or C<sub>1-10</sub>-alkyl, optionally substituted by halogen, up to perhaloalkyl;
- R<sup>4</sup> is H, halogen or NO<sub>2</sub>;
- R<sup>5</sup> is H, halogen or C<sub>1-10</sub>-alkyl;
- R<sup>6</sup> is H, C<sub>1-10</sub>-alkoxy, thiophene, pyrrole or methylsubstituted pyrrole
- R<sup>3'</sup> is H, halogen, C<sub>4-10</sub>-alkyl, or CF<sub>3</sub> and
- R<sup>6'</sup> is H, halogen, CH<sub>3</sub>, CF<sub>3</sub> or OCH<sub>3</sub>.

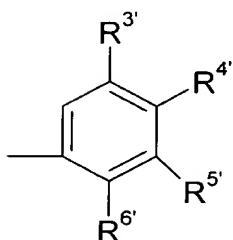
18. (Previously Presented) A method according to claim 16, wherein M is -CH<sub>2</sub>-, -S-, -N(CH<sub>3</sub>)- or -NHC(O)- and L<sup>1</sup> is phenyl or pyridyl.

19. (Previously Presented) A method according to claim 16, wherein M is -O- and L<sup>1</sup> is phenyl, pyridone, pyrimidine, pyridyl or benzothiazole.

20. (Currently Amended) A compound of formula I:



wherein A is



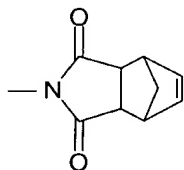
R<sup>3</sup>, R<sup>4</sup>, R<sup>5</sup> and R<sup>6</sup> are each, independently, H, halogen, NO<sub>2</sub>, C<sub>1-10</sub>-alkyl, optionally substituted by halogen up to perhaloalkyl, C<sub>1-10</sub>-alkoxy, optionally substituted by halogen up to perhaloalkoxy, pyridinyl, optionally substituted by C<sub>1-10</sub> alkyl or C<sub>1-10</sub> alkoxy, and one of R<sup>3</sup>, R<sup>4</sup>, and R<sup>5</sup> and R<sup>6</sup> is -M-L<sup>1</sup>;

R<sup>3'</sup>, R<sup>4'</sup>, R<sup>5'</sup> and R<sup>6'</sup> are independently H, halogen, C<sub>1</sub> - C<sub>10</sub> alkyl, optionally substituted by halogen up to perhaloalkyl, C<sub>1</sub> - C<sub>10</sub> alkoxy optionally substituted by halogen up to perhaloalkoxy or two adjacent of R<sup>3'</sup>, R<sup>4'</sup>, R<sup>5'</sup> and R<sup>6'</sup>, together with the base phenyl, form a naphthyl group, optionally substituted by C<sub>1-10</sub> alkyl, C<sub>1-10</sub> alkoxy, C<sub>3-10</sub> cycloalkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkanoyl, C<sub>6-12</sub> aryl, C<sub>5-12</sub> hetaryl or C<sub>6-12</sub> aralkyl;

R<sup>3'</sup> is H, halogen, C<sub>1</sub> - C<sub>10</sub> alkyl, optionally substituted by halogen up to perhaloalkyl, C<sub>1</sub> - C<sub>10</sub> alkoxy optionally substituted by halogen up to perhaloalkoxy

M is -CH<sub>2</sub>-, -S-, -N(CH<sub>3</sub>)-, -NHC(O)-, -CH<sub>2</sub>-S-, -S-CH<sub>2</sub>-, -C(O)-, or -O-; and

L<sup>1</sup> is phenyl, substituted by C<sub>1-10</sub>-alkoxy, OH, -SCH<sub>3</sub>, or by



pyridyl, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH, -SCH<sub>3</sub>, or NO<sub>2</sub>,

naphthyl, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>,

pyridone, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>,

pyrazine, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>,

pyrimidine, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>,

benzodioxane, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>,

benzopyridine, optionally substituted by C<sub>1-10</sub>-alkyl, OH, one C<sub>1-10</sub>-alkoxy, halogen, -SCH<sub>3</sub> or NO<sub>2</sub>,

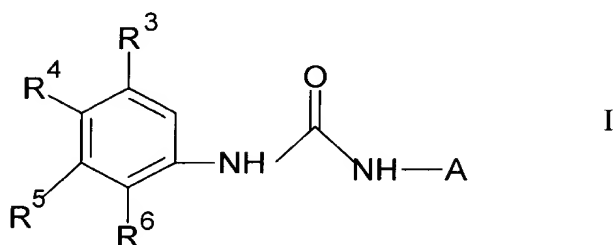
or

benzothiazole, optionally substituted by, C<sub>1-10</sub> alkyl C<sub>1-10</sub> alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>,

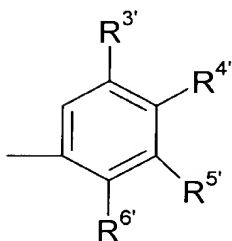
and wherein the compound of formula I has a pK<sub>a</sub> greater than 10,

or a pharmaceutically acceptable salt thereof.

21. (Currently Amended) A compound of formula I:



wherein A is



wherein

$R^3$  is H, halogen or  $C_{1-10}$ -alkyl, optionally substituted by halogen, up to perhaloalkyl;

$R^4$  is H, halogen or  $NO_2$ ;

$R^5$  is H, halogen or  $C_{1-10}$ -alkyl;

$R^6$  is H,  $C_{1-10}$ -alkoxy, thiophene, pyrole or methyl substituted pyrole,

$R^{3'}$  is H, Cl, F,  $C_{4-10}$ -alkyl, or  $CF_3$  and

$R^{4'}$  is H, Cl or F ;

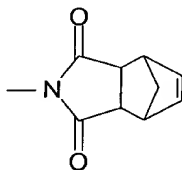
$R^{5'}$  is H, Cl, F or  $C_{4-10}$ -alkyl; and

$R^{6'}$  is H, halogen,  $CH_3$ ,  $CF_3$  or  $-OCH_3$ .

and one of  $R^3$ ,  $R^4$ , and  $R^5$  ~~and~~  $R^6$  is  $-M-L^1$ ; wherein

M is  $-\text{CH}_2-$ ,  $-\text{S}-$ ,  $-\text{N}(\text{CH}_3)-$ ,  $-\text{NHC}(\text{O})-$ ,  $-\text{CH}_2\text{S}-$ ,  $-\text{S}-\text{CH}_2-$ ,  $-\text{C}(\text{O})-$ , or  $-\text{O}-$ ; and

L<sup>1</sup> is phenyl, substituted by C<sub>1-10</sub>-alkoxy, OH,  $-\text{SCH}_3$ , or by



pyridyl, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH,  $-\text{SCH}_3$ , or  $\text{NO}_2$ ,

naphthyl, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH,  $-\text{SCH}_3$  or  $\text{NO}_2$ ,

pyridone, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH,  $-\text{SCH}_3$  or  $\text{NO}_2$ ,

pyrazine, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH,  $-\text{SCH}_3$  or  $\text{NO}_2$ ,

pyrimidine, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH,  $-\text{SCH}_3$  or  $\text{NO}_2$ ,

benzodioxane, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH,  $-\text{SCH}_3$  or  $\text{NO}_2$ ,

benzopyridine, optionally substituted by C<sub>1-10</sub>-alkyl, one C<sub>1-10</sub>-alkoxy, halogen,  $-\text{SCH}_3$  or  $\text{NO}_2$ ,

or

benzothiazole, optionally substituted by, C<sub>1-10</sub> alkyl C<sub>1-10</sub> alkoxy, halogen,  $-\text{SCH}_3$  or  $\text{NO}_2$ , and

wherein the compound of formula I has a pK<sub>a</sub> greater than 10,

or a pharmaceutically acceptable salt thereof.

22. (Previously Presented) A compound according to claim 21, wherein R<sup>3'</sup> or R<sup>5'</sup> is t-butyl.

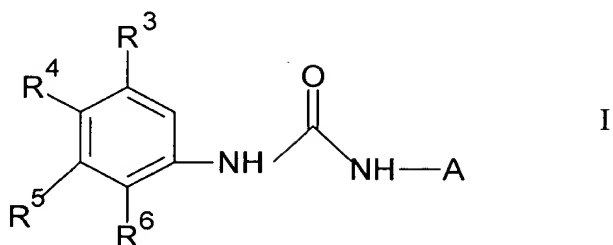
23. (Previously Presented) A compound according to claim 21, wherein M is –CH<sub>2</sub>–, –N(CH<sub>3</sub>)– or –NHC(O)–.

24. (Previously Presented) A compound according to claim 21, wherein L<sup>1</sup> is phenyl or pyridyl.

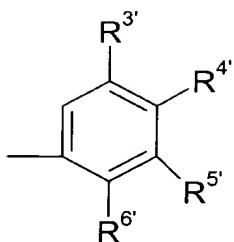
25. (Previously Presented) A compound according to claim 21, wherein M is –S–.

26. (Previously Presented) A compound according to claim 25 26, wherein L<sup>1</sup> is phenyl or pyridyl.

27. (Previously Presented) A compound of formula I:



wherein A is



$R^3$ ,  $R^4$ ,  $R^5$  and  $R^6$  are each, independently, H, halogen,  $\text{NO}_2$ ,

$\text{C}_{1-10}$ -alkyl, optionally substituted by halogen up to perhaloalkyl,

$\text{C}_{1-10}$ -alkoxy, optionally substituted by halogen up to perhaloalkoxy,

$\text{C}_{1-10}$ -alkanoyl, optionally substituted by halogen up to perhaloalkanoyl,

$\text{C}_{6-12}$  aryl, optionally substituted by  $\text{C}_{1-10}$  alkyl or  $\text{C}_{1-10}$  alkoxy, or

$\text{C}_{5-12}$  hetaryl, optionally substituted by  $\text{C}_{1-10}$  alkyl or  $\text{C}_{1-10}$  alkoxy,

and either

one of  $R^3$ ,  $R^4$ , and  $R^5$  is  $-\text{M}-\text{L}^1$ ; or

two adjacent of  $R^3$ ,  $R^4$ ,  $R^5$  and  $R^6$  together are an aryl or hetaryl ring with 5-12 atoms, optionally substituted by  $\text{C}_{1-10}$ -alkyl, halo-substituted  $\text{C}_{1-10}$ -alkyl up to perhaloalkyl,  $\text{C}_{1-10}$ -alkoxy, halo-substituted  $\text{C}_{1-10}$ -alkoxy up to perhaloalkoxy,  $\text{C}_{3-10}$ -cycloalkyl,  $\text{C}_{2-10}$ -alkenyl,  $\text{C}_{1-10}$ -alkanoyl,  $\text{C}_{6-12}$ -aryl,  $\text{C}_{5-12}$ -hetaryl;  $\text{C}_{6-12}$ -aralkyl,  $\text{C}_{6-12}$ -alkaryl, halogen;  $\text{NR}^1\text{R}^1$ ;  $-\text{NO}_2$ ;  $-\text{CF}_3$ ;  $-\text{COOR}^1$ ;  $-\text{NHCOR}^1$ ;  $-\text{CN}$ ;  $-\text{CONR}^1\text{R}^1$ ;  $-\text{SO}_2\text{R}^2$ ;  $-\text{SOR}^2$ ;  $-\text{SR}^2$ ;

in which

$\text{R}^1$  is H or  $\text{C}_{1-10}$ -alkyl, optionally substituted by halogen up to perhaloalkyl and  $\text{R}^2$  is  $\text{C}_{1-10}$ -alkyl, optionally substituted by halogen, up to perhaloalkyl,

$\text{R}^{3'}$ ,  $\text{R}^{4'}$ ,  $\text{R}^{5'}$  and  $\text{R}^{6'}$  are independently H, halogen,

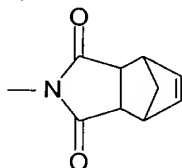
$\text{C}_1 - \text{C}_{10}$  alkyl, optionally substituted by halogen up to perhaloalkyl,

$\text{C}_1 - \text{C}_{10}$  alkoxy optionally substituted by halogen up to perhaloalkoxy or two adjacent of  $\text{R}^{3'}$ ,  $\text{R}^{4'}$ ,  $\text{R}^{5'}$  and  $\text{R}^{6'}$ , together with the base phenyl, form a naphthyl group, optionally

substituted by halogen up to perhalo, C<sub>1-10</sub> alkyl, C<sub>1-10</sub> alkoxy, C<sub>3-10</sub> cycloalkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkanoyl, C<sub>6-12</sub> aryl, C<sub>5-12</sub> hetaryl or C<sub>6-12</sub> aralkyl;

M is -CH<sub>2</sub>-, -S-, -N(CH<sub>3</sub>)-, -NHC(O)- -CH<sub>2</sub>-S-, -S-CH<sub>2</sub>-, -C(O)-, or -O-; and

L<sup>1</sup> is phenyl, substituted by C<sub>1-10</sub>-alkoxy, OH, -SCH<sub>3</sub>, or by



pyridyl, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH, -SCH<sub>3</sub>, or NO<sub>2</sub>,

naphthyl, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>,

pyridone, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>,

pyrazine, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>,

pyrimidine, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>,

benzodioxane, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>,

benzopyridine, optionally substituted by C<sub>1-10</sub>-alkyl, one C<sub>1-10</sub>-alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>,

or

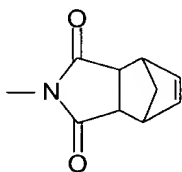
benzothiazole, optionally substituted by, C<sub>1-10</sub> alkyl C<sub>1-10</sub> alkoxy, halogen, OH, -SCH<sub>3</sub> or NO<sub>2</sub>,  
or a pharmaceutically acceptable salt thereof.

28. (New) A method according to claim 16, wherein lung carcinoma is treated.



29. (New) A method according to claim 16, wherein pancreas carcinoma is treated.
30. (New) A method according to claim 16, wherein thyroid carcinoma is treated.
31. (New) A method according to claim 16, wherein bladder carcinoma is treated.
32. (New) A method according to claim 16, wherein colon carcinoma is treated.
33. (New) A method according to claim 16, wherein myeloid leukemia is treated.
34. (New) A compound according to claim 27, wherein

L<sup>1</sup> is phenyl, substituted by C<sub>1-10</sub>-alkoxy, -SCH<sub>3</sub>, or by



pyridyl, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, -SCH<sub>3</sub>, or NO<sub>2</sub>,  
naphthyl, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, -SCH<sub>3</sub> or NO<sub>2</sub>,  
pyridone, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, -SCH<sub>3</sub> or NO<sub>2</sub>,  
pyrazine, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, -SCH<sub>3</sub> or NO<sub>2</sub>,  
pyrimidine, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, -SCH<sub>3</sub> or NO<sub>2</sub>,

benzodioxane, optionally substituted by C<sub>1-10</sub>-alkyl, C<sub>1-10</sub>-alkoxy, halogen, -SCH<sub>3</sub> or NO<sub>2</sub>,

benzopyridine, optionally substituted by C<sub>1-10</sub>-alkyl, one C<sub>1-10</sub>-alkoxy, halogen, -SCH<sub>3</sub> or NO<sub>2</sub> ,

or

benzothiazole, optionally substituted by, C<sub>1-10</sub> alkyl C<sub>1-10</sub> alkoxy, halogen, -SCH<sub>3</sub> or NO<sub>2</sub>.